

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

November 8, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

18874-A
Nov 2 1995

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 2 dated September 18, 1995 to the Agreement dated as of May 9, 1994 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

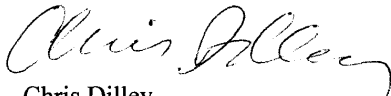
Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042-0072

The equipment involved in this transaction is as follows:

Equipment: Ninety-five (95), boxcars (see Annex A.1. attached for reporting mark & numbers)

Please file this agreement as a supplementary document to Recordation No. 18874 filed 7/1/94. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosures (2)

18874-A

SEP 2 1995 1:07 PM

ICC ORIGINAL

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (the "Amendment") to the Lease of Railroad Equipment dated as of May 9, 1994, as amended (the "Lease"), between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP ("Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY ("Lessee") is made as of September 18, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which Lessor agreed to lease to Lessee the ninety-five (95) boxcars described in Annex A.1. to the Lease.
- B. Pursuant to Section 4.B. of the Lease, as amended by Amendment No. 1 dated as of August 18, 1994, the twenty (20) Units bearing the reporting marks and numbers provided in Exhibit A hereto were terminated from the Lease.
- C. Lessor and Lessee desire to add (6) boxcars to the Lease.
- D. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Annex A.1. to the Lease shall be replaced by the attached Annex A.2. and all references to Annex A or Annex A.1. in the Lease shall be deemed to refer to Annex A.2.
- 4. The first recital of the Lease is hereby replaced by the following:

"WHEREAS, Lessor hereby represents that it has the right to lease the railcars more fully described in Annex A.2. hereto (the 'Unit(s)');"

- 5. Lessor shall deliver each Group B Unit described in Annex A.2. to Lessee pursuant to Section 2 of the Lease.
- 6. Section 4.A. of the Lease is hereby replaced by the following:

"A. The term of this Lease with respect to each Unit shall commence on the date such Unit is accepted by Lessee at

dy

ICC ORIGINAL

the Repair Facility or deemed accepted pursuant to Section 2.A. (the '**Acceptance Date**') and shall expire for the Group A Units described in Annex A.2. on _____ and for the Group B Units on _____ (each term individually and collectively the '**Term of this Lease**')."

7. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
8. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment No.1 dated as of September 18,, 1995 to the Lease of Railroad Equipment dated as of May 9, 1994 to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP, a
Delaware Limited Partnership

NORFOLK SOUTHERN RAILWAY
COMPANY

By: Helm Atlantic Corporation,
its General Partner

By: *[Signature]*

Title: President

Date: 10-26-95

By: *[Signature]*

Title: Manager Purchasing Co

Date: 10/18/95

[Handwritten mark]

ICC ORIGINAL.

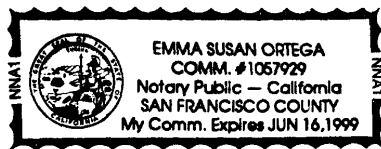
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On October 26th 1995, 1995, before me, Emma S. Ortega - Notary Public
personally appeared David R. Eckles, President of **HELM ATLANTIC CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

STATE OF VIRGINIA)

City) S
COUNTY OF ROANOKE)

On this 18 day of October, 1995, before me personally appeared Harry G. Fridge, to me personally known, who, being by me dully sworn says that he is Manager Purchasing-Car of **NORFOLK SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Lou Ferris Reynolds
Notary Public

My Commission Expires: 10-31-95

[Notarial Seal]

ICC ORIGINAL

ANNEX A.2.

To the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between Helm-Atlantic Associates Limited Partnership and Norfolk Southern Railway Company

GROUP A UNITS

Equipment Description:

Seventy-five (75), 4 door, 86' boxcars.

Unit Numbers:

NOKL 86000, 86002, 86003, 86006, 86008, 86010-86012, 86014-86018,
86020, 86021, 86023-86026, 86028-86035, 86038-86041, 86043-
86045, 86047-86053, 86055-86057, 86059-86061, 86063-86070,
86073-86076, 86079, 86081-86088, 86090, 86100-86105

GROUP B UNITS

Equipment Description:

Six (6), 4 door, 86' boxcars.

Unit Numbers:

NOKL 86106 - 86111 (inclusive)

ICC ORIGINAL

EXHIBIT A

To Amendment No. 2 dated September 18, 1995 to the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between Helm-Atlantic Associates Limited Partnership and Norfolk Southern Railway Company

TERMINATED UNITS

NOKL 86001	NOKL 86037
NOKL 86004	NOKL 86042
NOKL 86005	NOKL 86046
NOKL 86007	NOKL 86054
NOKL 86009	NOKL 86062
NOKL 86013	NOKL 86072
NOKL 86019	NOKL 86077
NOKL 86022	NOKL 86078
NOKL 86027	NOKL 86080
NOKL 86036	NOKL 86089